

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

GETTY IMAGES, INC.; and GETTY  
IMAGES (US), INC.,

Petitioners,

v.

CAR CULTURE, INC., a Florida corporation;  
AUTOMOBILIA II, LLC, a Florida limited  
liability company,

Respondents.

No.

**DECLARATION OF SCOTT T.  
WILSDON IN SUPPORT OF PETITION  
TO COMPEL ARBITRATION**

I, Scott T. Wilsdon, declare as follows:

1. I am a lawyer licensed in the State of Washington and am counsel of record for  
Petitioners Getty Images, Inc. and Getty Images (US), Inc. I make this Declaration based upon  
personal knowledge and, if called to testify, could and would testify competently to the facts set  
forth herein.

2. According to the records of the California Secretary of State, Car Culture, Inc. was  
incorporated on April 21, 1992, and was assigned business entity number 1807748. The business  
entity was initially incorporated in the name of Machine Age, Inc. Attached as Exhibit A is a true

1 and correct copy of the Articles of Incorporation filed April 21, 1992, as downloaded from the  
2 California Secretary of State's website, <https://bizfileonline.sos.ca.gov/search/business>.

3 3. On April 25, 2006, Lucinda Lewis filed amended Articles of Incorporation that  
4 changed the name of the business entity to Car Culture, Inc. Attached as Exhibit B is a true and  
5 correct copy of the Certificate of Amendment filed April 25, 2006, as downloaded from the  
6 California Secretary of State's website, <https://bizfileonline.sos.ca.gov/search/business>.

7 4. On March 10, 2009, Lucinda Lewis filed a Statement of Information that, *inter alia*,  
8 identified her as the Chief Executive Officer, President, Secretary and Director of Car Culture, Inc.  
9 Attached as Exhibit C is a true and correct copy of the Statement of Information filed March 10,  
10 2009, as downloaded from the California Secretary of State's website,  
11 <https://bizfileonline.sos.ca.gov/search/business>.

12 5. On August 27, 2012, Lucinda Lewis filed a Certificate of Domestication converting  
13 Car Culture, Inc. from a California to a Florida corporation. The corporation was assigned business  
14 entity number P12000074095. Attached as Exhibit D is a true and correct copy of the Certificate of  
15 Domestication filed August 27, 2012, as downloaded from the Florida Secretary of State's website,  
16 <https://search.sunbiz.org/Inquiry/CorporationSearch/ByName>.

17 6. Car Culture, Inc. remains an active Florida corporation according to the records of the  
18 Florida Secretary of State.

19 7. According to the records of the California Secretary of State, Automobilia II, LLC  
20 was created on May 11, 2006, and was assigned business entity number 200613310065. The  
21 business entity was initially created in the name of Car Culture Library, LLC. Attached as Exhibit  
22 E is a true and correct copy of the Articles of Organization filed May 11, 2006, as downloaded from  
23 the California Secretary of State's website, <https://bizfileonline.sos.ca.gov/search/business>.

24 8. On August 14, 2006, Lucinda Lewis filed amended Articles of Organization that  
25 changed the name of the business entity to Automobilia, LLC. Attached as Exhibit F is a true and  
26 correct copy of the Certificate of Amendment filed August 14, 2006, as downloaded from the  
27 California Secretary of State's website, <https://bizfileonline.sos.ca.gov/search/business>.

1           9.     On January 3, 2007, Lucinda Lewis filed a Statement of Information that, *inter alia*,  
 2 identified her as the sole member of Automobilia, LLC. Attached as Exhibit G is a true and correct  
 3 copy of the Statement of Information filed January 3, 2007, as downloaded from the California  
 4 Secretary of State's website, <https://bizfileonline.sos.ca.gov/search/business>.

5           10.    On January 7, 2013, Lucinda Lewis filed a Certificate of Conversion converting  
 6 Automobilia, LLC from a California to a Florida limited liability company. The initial application  
 7 was rejected by the Florida Secretary of State because of an existing registration by that name. Ms.  
 8 Lewis amended her Certificate of Conversion to identify the limited liability company as  
 9 Automobilia II, LLC. The limited liability company was assigned business entity number  
 10 L13000004536. Attached as Exhibit H is a true and correct copy of the Certificate of Conversion  
 11 filed January 7, 2013, as downloaded from the Florida Secretary of State's website,  
 12 <https://search.sunbiz.org/Inquiry/CorporationSearch/ByName>.

13           11.    Automobilia II, LLC remains an active Florida limited liability company according to  
 14 the records of the Florida Secretary of State.

15           12.    The First Amended Complaint filed in *Automobilia II, LLC v. Getty Images, Inc., et*  
 16 *al.*, No. 2:22-cv-2560 JLS(MAAX) (United States District Court, Central District of California),  
 17 alleges infringements of copyrights in photographs. The copyright registrations purporting to cover  
 18 the works at issue in the case were attached as Exhibit A to the First Amended Complaint. *See* First  
 19 Amended Complaint, Ex. A (Dkt. # 11).

20           13.    Among the copyright registrations identified in the First Amended Complaint was  
 21 copyright registration VA0000647827. That registration lists Machine Age, Inc. as the copyright  
 22 claimant. Machine Age, Inc. was the former name used by Car Culture, Inc. *See* Paragraphs 2 & 3,  
 23 *supra*. Attached as Exhibit I is a true and correct copy of the copyright registration for  
 24 VA0000647827 as downloaded from the Library of Congress' website,  
 25 <https://www.copyright.gov/public-records/>.

26           14.    Attached as Exhibit J is a true and correct excerpt of the Commercial Arbitration  
 27 Rules and Mediation Procedures, consisting of pages 1 and 13, which display the text of R-7, as  
 28

1 downloaded from the American Arbitration Association's website,  
2 <https://adr.org/sites/default/files/Commercial%20Rules.pdf>

3  
4 I declare under penalty of perjury that the foregoing is true and correct.

5 Executed: June 23, 2022.

6 

7 \_\_\_\_\_  
8 Scott T. Wilsdon  
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# **EXHIBIT A**

1807748

FILED

In the office of the Secretary of State  
of the State of California

APR 21 1992

*March Fong Eu*  
MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION  
OF  
MACHINE AGE, INC.

I

The name of this Corporation is MACHINE AGE, INC.

II

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this Corporation's initial agent for service of process is:

*cf* Peter M. Eichler, Esq.  
COOPER, EPSTEIN & HUREWITZ  
345 N. Maple Drive, Suite 200  
Beverly Hills, California 90210

IV

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

V

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the Corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits of such excess in indemnification set forth in Section 204 of the Corporations Code.

VI

This Corporation is authorized to issue one class of shares of stock; and the total number of shares which this Corporation is authorized to issue is 10,000.

Dated: April 20, 1992

*Jacqueline Schock*  
Jacqueline Schock, Incorporator

## **EXHIBIT B**

1807748  
**CERTIFICATE OF AMENDMENT**

**OF**

**ARTICLES OF INCORPORATION**

**OF**

**MACHINE AGE, INC.**  
**a California corporation**

**FILED**  
in the office of the Secretary of State  
of the State of California

APR 25 2006

The undersigned, Lucinda Lewis and Michael Green, do hereby certify that:

1. They are the President and the Secretary, respectively, of Machine Age, Inc., a California corporation.

2. Article I of the Articles of Incorporation of this corporation is hereby amended to read in full as follows:


"The name of this corporation is Car Culture, Inc."

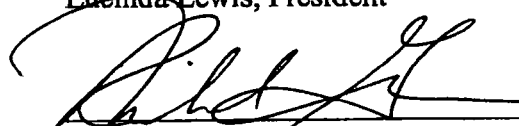
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors of the corporation.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of Shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 1,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: April 10, 2006

  
Lucinda Lewis, President

  
Michael Green, Secretary



## **EXHIBIT C**

REMIT MAR 01 2009

State of California  
Secretary of State

09-117419

**FILED**in the office of the Secretary of State  
of the State of California

MAR 10 2009

This Space For Filing Use Only

**STATEMENT OF INFORMATION**

(Domestic Stock and Agricultural Cooperative Corporations)

FEES (Filing and Disclosure): \$25.00. If amendment, see instructions.

**IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM**

11

1. **CORPORATE NAME** (Please do not alter if name is preprinted.)

C1807748

CAR CULTURE, INC.

14431 VENTURA BLVD, STE 411

SHERMAN OAKS CA 91423

S

DUE DATE: 04-30-09

**NO CHANGE STATEMENT** (Not applicable if agent address of record is a P.O. Box address. See instructions.)

2. ☒ If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 16.
- If there have been any changes to the information contained in the last Statement of Information filed with the California Secretary of State, or no statement has been previously filed, this form must be completed in its entirety.

**COMPLETE ADDRESSES FOR THE FOLLOWING** (Do not abbreviate the name of the city. Items 3 and 4 cannot be P.O. Boxes.)

3. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE	CITY	STATE	ZIP CODE
14377 Millbrook Dr. Sherman Oaks	CA	91423	
4. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY	CITY	STATE	ZIP CODE
	CA		
5. MAILING ADDRESS OF CORPORATION, IF DIFFERENT THAN ITEM 3	CITY	STATE	ZIP CODE

**NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS** (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

6. CHIEF EXECUTIVE OFFICER/	ADDRESS	CITY	STATE	ZIP CODE
LUCINDA LEWIS	14377 Millbrook Dr	Sherman Oaks	CA	91423
7. SECRETARY/	ADDRESS	CITY	STATE	ZIP CODE
LUCINDA LEWIS	"	"	"	"
8. CHIEF FINANCIAL OFFICER/	ADDRESS	CITY	STATE	ZIP CODE
JOHN HOPKINS	"	"	"	"

**NAMES AND COMPLETE ADDRESSES OF ALL DIRECTORS, INCLUDING DIRECTORS WHO ARE ALSO OFFICERS** (The corporation must have at least one director. Attach additional pages, if necessary.)

9. NAME	ADDRESS	CITY	STATE	ZIP CODE
LUCINDA LEWIS	14377 Millbrook Dr	Sherman Oaks	CA	91423
10. NAME	ADDRESS	CITY	STATE	ZIP CODE
11. NAME	ADDRESS	CITY	STATE	ZIP CODE

## 12. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY.

**AGENT FOR SERVICE OF PROCESS** (If the agent is an individual, the agent must reside in California and Item 14 must be completed with a California street address (a P.O. Box address is not acceptable). If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 14 must be left blank.)

13. NAME OF AGENT FOR SERVICE OF PROCESS  
David Grace - Loeb & Loeb LLP

14. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	STATE	ZIP CODE
101000 Santa Monica Blvd. Ste 2200	LA	CA	90067

**TYPE OF BUSINESS**

15. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION

Photo LIBRARY

16. BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE CALIFORNIA SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

2-009

LUCINDA LEWIS

President

DATE

TYPE/PRINT NAME OF PERSON COMPLETING FORM

TITLE

SIGNATURE

## **EXHIBIT D**

P12000074095

(Requestor's Name)

(Address)

(Address)

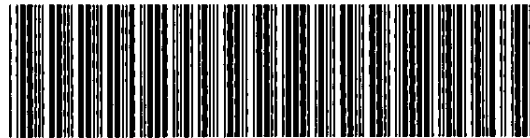
(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_



000238777800

08/27/12--01005--008 \*\*128.75

Special Instructions to Filing Officer:

Lucinda Lewis GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT #1 on certificate  
DATE #2 Articles  
DOC. EXAM RS

Office Use Only

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 AUG 27 AM 8:29

0312 44851  
Re 8/30/12



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 29, 2012

LUCINDA LEWIS  
P O BOX 49167  
SARASOTA, FL 34230

SUBJECT: CAR CULTURE, INCORPORATED  
Ref. Number: W12000044851

We have received your document for CAR CULTURE, INCORPORATED and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please state the specific date on which the corporation was formed on the Certificate of Domestication.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Pamela Smith  
Regulatory Specialist II

Letter Number: 612A00022055

*To call  
back  
w/ INCORPORATION  
date*

## COVER LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Car Culture, Incorporated

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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Car Culture, Inc.

Name (printed or typed)

P. O. Box 49167

Address

Sarasota, FL 34230

City, State & Zip

818 633-1176

Daytime Telephone Number

cindy.lewis@carculture.com

E-mail address: (to be used for future annual report notification)

**CERTIFICATE OF DOMESTICATION**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONSThe undersigned, Lucinda Lewis  
(Name)CEO  
(Title) **12 AUG 27 AM 8:29**of Car Culture, Inc. a foreign corporation,  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was APRIL 21, 1992
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was California
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Car Culture, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Car Culture, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was California
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Lucinda Lewis, of Sarasota, Floridaand am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 14 day of August, 2012

(Authorized Signature)

**Filing Fee:**

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION**  
**IN COMPLIANCE WITH CHAPTER 607, F.S.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

12 AUG 27 AM 8:29

**ARTICLE I NAME**

THE NAME OF THE CORPORATION SHALL BE:

Car Culture, Inc.

**ARTICLE II PRINCIPAL OFFICE**

THE PRINCIPAL PLACE OF BUSINESS/ MAILING ADDRESS IS:

5227 HERON WAY P O BOX 49167  
SARASOTA, FL 34231 SARASOTA, FL 34230

**ARTICLE III PURPOSE**

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

This business is organized for distributing, publishing and licensing media content.

**ARTICLE IV SHARES**

THE NUMBER OF SHARES OF STOCK IS:

500,000 shares

**ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS**

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

Lucinda L. Lewis - CEO

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

THE **NAME AND FLORIDA STREET ADDRESS** (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:


Lucinda L. Lewis  
5227 Heron Way  
Sarasota, FL 34231

**ARTICLE VII INCORPORATOR**


THE **NAME AND ADDRESS** OF THE INCORPORATOR IS:

Lucinda L. Lewis  
P. O. Box 49167  
Sarasota, FL 34230

\*\*\*\*\*  
**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND  
ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.**

  
\_\_\_\_\_  
Signature/Registered Agent

8-14-2012  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

8-14-2012  
\_\_\_\_\_  
Date



# **EXHIBIT E**



# State of California Secretary of State

## LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION

A \$70.00 filing fee must accompany this form.

**IMPORTANT – Read instructions before completing this form.**

File # **200613310065**

**FILED**  
In the office of the Secretary of State  
of the State of California  
MAY 11 2006

This Space For Filing Use Only

**ENTITY NAME** (End the name with the words "Limited Liability Company," "Ltd. Liability Co.," or the abbreviations "LLC" or "L.L.C.")

1. NAME OF LIMITED LIABILITY COMPANY

Car Culture Library, LLC

**PURPOSE** (The following statement is required by statute and may not be altered.)

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

**INITIAL AGENT FOR SERVICE OF PROCESS** (If the agent is an individual, the agent must reside in California and both Items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 3 must be completed (leave Item 4 blank).)

3. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS

Lucinda L. Lewis

4. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA CITY STATE ZIP CODE

14431 Ventura Boulevard, Suite 411

Sherman Oaks

CA

91423

**MANAGEMENT** (Check only one)

5. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY:

☐

ONE MANAGER

☐

MORE THAN ONE MANAGER

☒

ALL LIMITED LIABILITY COMPANY MEMBER(S)

**ADDITIONAL INFORMATION**

6. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

**EXECUTION**

7. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

*William B. Mandel*  
SIGNATURE OF ORGANIZER

May 10, 2006

DATE

William B. Mandel

TYPE OR PRINT NAME OF ORGANIZER

**RETURN TO** (Enter the name and the address of the person or firm to whom a copy of the filed document should be returned.)

8. NAME

FIRM

ADDRESS

CITY/STATE/ZIP

## **EXHIBIT F**



**State of California  
Secretary of State**

**LIMITED LIABILITY COMPANY  
CERTIFICATE OF AMENDMENT**

A \$30.00 filing fee must accompany this form.

**IMPORTANT – Read instructions before completing this form.**

**FILED**  
in the office of the Secretary of State  
of the State of California

**AUG 14 2006**



This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER 200613310065	2. NAME OF LIMITED LIABILITY COMPANY Car Culture Library, LLC
3. COMPLETE ONLY THE SECTIONS WHERE INFORMATION IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED IF NECESSARY.	
<p>A. LIMITED LIABILITY COMPANY NAME (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO." OR THE ABBREVIATIONS "LLC" OR "L.L.C.")</p> <p>Automobilia, LLC</p>	
<p>B. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONE):</p> <p><input type="checkbox"/> ONE MANAGER</p> <p><input type="checkbox"/> MORE THAN ONE MANAGER</p> <p><input type="checkbox"/> ALL LIMITED LIABILITY COMPANY MEMBER(S)</p>	
<p>C. AMENDMENT TO TEXT OF THE ARTICLES OF ORGANIZATION:</p>	
<p>D. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE A CHANGE IN THE LATEST DATE ON WHICH THE LIMITED LIABILITY COMPANY IS TO DISSOLVE OR ANY CHANGE IN THE EVENTS THAT WILL CAUSE THE DISSOLUTION.</p>	
4. FUTURE EFFECTIVE DATE, IF ANY:	
<p>MONTH DAY YEAR</p>	
5. NUMBER OF PAGES ATTACHED, IF ANY: 0	
6. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED	
<p><i>Lucinda L. Lewis</i></p> <p>SIGNATURE OF AUTHORIZED PERSON</p> <p>DATE August 11, 2006</p> <p>Lucinda L. Lewis, Member</p> <p>TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON</p>	
7. RETURN TO:	
<p>NAME</p> <p>FIRM</p> <p>ADDRESS</p> <p>CITY/STATE</p> <p>ZIP CODE</p>	

## **EXHIBIT G**

Dec 21 06 10:25p

P.O.

 <b>State of California</b> <b>Secretary of State</b>		<b>STATEMENT OF INFORMATION</b> (Limited Liability Company)
Filing Fee \$20.00. If amendment, see instructions.		
<b>IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM</b>		
1. LIMITED LIABILITY COMPANY NAME (Please do not alter if name is preprinted) Automobilia, LLC		
This Space For Filing Use Only		
<b>DUE DATE:</b>		
<b>FILE NUMBER AND STATE OR PLACE OF ORGANIZATION</b>		
2. SECRETARY OF STATE FILE NUMBER 200613310065	3. STATE OR PLACE OF ORGANIZATION California	
<b>COMPLETE ADDRESSES FOR THE FOLLOWING</b> (Do not abbreviate the name of the city. Items 4 and 5 cannot be P.O. Boxes.)		
4. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE 14431 Ventura Boulevard, Suite 411	CITY AND STATE Sherman Oaks, CA	ZIP CODE 91423
5. CALIFORNIA OFFICE WHERE RECORDS ARE MAINTAINED (DOMESTIC ONLY) 14431 Ventura Boulevard, Suite 411	CITY Sherman Oaks	STATE CA
ZIP CODE 91423		
<b>NAME AND COMPLETE ADDRESS OF THE CHIEF EXECUTIVE OFFICER, IF ANY</b>		
6. NAME	ADDRESS	CITY AND STATE
ZIP CODE		
<b>NAME AND COMPLETE ADDRESS OF ANY MANAGER OR MANAGERS, OR IF NONE HAVE BEEN APPOINTED OR ELECTED, PROVIDE THE NAME AND ADDRESS OF EACH MEMBER (Attach additional pages, if necessary.)</b>		
7. NAME	ADDRESS	CITY AND STATE
ZIP CODE		
Lucinda L. Lewis	14431 Ventura Boulevard, Suite 411	Sherman Oaks, CA
91423		
8. NAME	ADDRESS	CITY AND STATE
ZIP CODE		
9. NAME	ADDRESS	CITY AND STATE
ZIP CODE		
<b>AGENT FOR SERVICE OF PROCESS</b> (If the agent is an individual, the agent must reside in California and Item 11 must be completed with a California address. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 11 must be left blank.)		
10. NAME OF AGENT FOR SERVICE OF PROCESS Lucinda L. Lewis		
11. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA IF AN INDIVIDUAL	CITY	STATE
ZIP CODE		
14431 Ventura Boulevard, Suite 411	Sherman Oaks	CA
91423		
<b>TYPE OF BUSINESS</b>		
12. DESCRIBE THE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY provide on-line automobile photographs		
13. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.		
Lucinda L. Lewis TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM	 SIGNATURE	Member 12-21-06 DATE
APPROVED BY SECRETARY OF STATE		

# **EXHIBIT H**

L13000004536

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

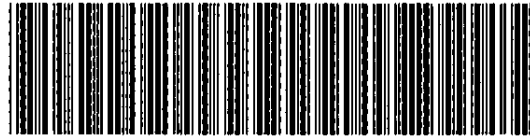
Special Instructions to Filing Officer:

W12-45159

JAN - 8 2013

A. LUNT

Office Use Only



900238778159

08/27/12--01009--005 \*\*185.00

FILED  
2013 JAN - 7 PM 3 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 30, 2012

LUCINDA L. LEWIS  
P.O. BOX 49167  
SARASOTA, FL 34230

SUBJECT: AUTOMOBILIA, LLC  
Ref. Number: W12000045159

We have received your document for AUTOMOBILIA, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company", "L.C.", and "LC".

The document number of the name conflict is K96658 (AUTOMOBILIA, INC.).

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership,

the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please list the complete principal office address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 212A00022186



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☆☆ BOARD CERTIFIED MARITAL AND FAMILY LAW  
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■ ALSO ADMITTED IN NEW YORK  
□ ALSO ADMITTED IN ILLINOIS  
△ ALSO ADMITTED IN PENNSYLVANIA

Direct Line: (941) 364-2402  
Email: [gmccloud@kirkpinkerton.com](mailto:gmccloud@kirkpinkerton.com)

December 17, 2012

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Filings for LLCs

Dear Sir or Madam:

Pursuant to the direction of my client, Lucinda L. Lewis, and my discussions with Joey Bryan and other Regulatory Specialists at the Division of Corporations, I am pleased to enclose corrected filings for two LLCs that were initially rejected. It is my understanding that the names of the new LLCs that my client initially attempted to obtain were already taken, so she is now filing these corrected documents. She has altered the names by adding "II" to the name of each LLC. (For instance, Automobilia, LLC is now "Automobilia II, LLC," and Archive Productions, LLC is now "Archive Productions II, LLC.")

I hope these corrected documents will now be filed to complete the conversion process. If you have any questions, please do not hesitate to contact me at (941) 364-2402, or you may call my client directly at the number provided on the enclosed corrected forms. Thank you.

Best Regards,  
KIRK • PINKERTON, P.A.

F. Gant McCloud  
Board Certified Wills, Trusts & Estates Attorney  
For the Firm

Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ~~Automobilia, LLC~~ Automobilia II, LLC.  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Lucinda L. Lewis

(Contact Person)

~~Automobilia, LLC~~ Automobilia II, LLC  
(Firm/Company)

P. O. Box 49167

(Address)

Sarasota, FL 34230

(City, State and Zip Code)

cindy.lewis@carculture.com

E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Lucinda Lewis at (818) 633-1176

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
 ☐ \$155.00 Filing Fees and Certificate of Status
 ☐ \$180.00 Filing Fees and Certified Copy
 ☒ \$185.00 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
 2013 JAN -7 PM 3:04  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**Certificate of Conversion**

For

**"Other Business Entity"**

Into

**Florida Limited Liability Company**

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:  
Automobilia, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Partnership  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of California  
(Enter state, or if a non-U.S. entity, the name of the country)

on 5-18-2006  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Automobilia, LLC Automobilia II, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2013 JAN -7 PM 3:04

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Signed this 11 day of October 2012

**Signature of Member or Authorized Representative of Limited Liability Company:**

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: [Signature]  
 Printed Name: Lucinda L. Lewis Title: Member

**Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]  
 Printed Name: LUCINDA LEWIS Title: Member

Signature: \_\_\_\_\_  
 Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
 Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
 Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
 Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
 Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2013 JAN -7 PM 3:04

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## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

~~Automobilia, L.L.C.~~ Automobilia II, LLC

(Must end with the words "Limited Liability Company, the abbreviation "L.L.C.," or the designation "LLC.")

### ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

#### Principal Office Address:

#### Mailing Address:

5227 Heron Way

P. O. Box 49167

Sarasota FL 34231

Sarasota, FL 34230

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Lucinda L. Lewis

Name

5227 Heron Way

Florida street address (P.O. Box **NOT** acceptable)

Sarasota, FL 34231

FL

City, State, and Zip

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*



Registered Agent's Signature (REQUIRED)

(CONTINUED)

**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

**Name and Address:**

"MGR" = Manager

"MGRM" = Managing Member

MGRM

Lucinda L. Lewis

P. O. Box 49167

Sarasota, FL 34230

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TALLAHASSEE, FLORIDA

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(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_  
(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date listed therein.)

**REQUIRED SIGNATURE:**

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Lucinda L. Lewis

Typed or printed name of signee



# **EXHIBIT I**

**From:** [Library of Congress Catalog](#)  
**To:** [Scott Wilsdon](#)  
**Subject:** Copyright catalog Left Anchored Copyright Number Search for va0000647827  
**Date:** Tuesday, June 21, 2022 10:24:33 AM

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Type of Work: Visual Material

Registration Number / Date:  
VA0000647827 / 1994-04-22

Title: 1994 car culture calendar / photography by Lucinda Lewis.

Description: Photoprints.

Copyright Claimant:  
Machine Age, Inc.

Date of Creation: 1992

Date of Publication:  
1993-07-01

Authorship on Application:  
Machine Age, Inc. (text & compilation of photos) & Kosh  
Design (artwork & compilation of artwork & photos),  
employers for hire.

Basis of Claim: New Matter: text, compilation of photos & artwork,  
additional new artwork.

Other Title: Car culture calendar

Names: Lewis, Lucinda  
Machine Age, Inc.  
Kosh Design

---

+++++

The Library of Congress  
United States Copyright Office  
101 Independence Ave., S.E.  
Washington, D.C. 20559-6000  
202-707-3000

## **EXHIBIT J**

COMMERCIAL

# Commercial

Arbitration Rules and Mediation Procedures

**Including Procedures for Large, Complex Commercial Disputes**



AMERICAN ARBITRATION ASSOCIATION®

Available online at [adr.org/commercial](https://adr.org/commercial)

Rules Amended and Effective October 1, 2013

Fee Schedule Amended and Effective July 1, 2016

- (b) A respondent may file a counterclaim at any time after notice of the filing of the Demand is sent by the AAA, subject to the limitations set forth in Rule R-6. The respondent shall send a copy of the counterclaim to the claimant and all other parties to the arbitration. If a counterclaim is asserted, it shall include a statement setting forth the nature of the counterclaim including the relief sought and the amount involved. The filing fee as specified in the applicable AAA Fee Schedule must be paid at the time of the filing of any counterclaim.
- (c) If the respondent alleges that a different arbitration provision is controlling, the matter will be administered in accordance with the arbitration provision submitted by the initiating party subject to a final determination by the arbitrator.
- (d) If the counterclaim does not meet the requirements for filing a claim and the deficiency is not cured by the date specified by the AAA, it may be returned to the filing party.

### R-6. Changes of Claim

- (a) A party may at any time prior to the close of the hearing or by the date established by the arbitrator increase or decrease the amount of its claim or counterclaim. Written notice of the change of claim amount must be provided to the AAA and all parties. If the change of claim amount results in an increase in administrative fee, the balance of the fee is due before the change of claim amount may be accepted by the arbitrator.
- (b) Any new or different claim or counterclaim, as opposed to an increase or decrease in the amount of a pending claim or counterclaim, shall be made in writing and filed with the AAA, and a copy shall be provided to the other party, who shall have a period of 14 calendar days from the date of such transmittal within which to file an answer to the proposed change of claim or counterclaim with the AAA. After the arbitrator is appointed, however, no new or different claim may be submitted except with the arbitrator's consent.

### R-7. Jurisdiction

- (a) The arbitrator shall have the power to rule on his or her own jurisdiction, including any objections with respect to the existence, scope, or validity of the arbitration agreement or to the arbitrability of any claim or counterclaim.
- (b) The arbitrator shall have the power to determine the existence or validity of a contract of which an arbitration clause forms a part. Such an arbitration clause shall be treated as an agreement independent of the other terms of the contract. A decision by the arbitrator that the contract is null and void shall not for that reason alone render invalid the arbitration clause.
- (c) A party must object to the jurisdiction of the arbitrator or to the arbitrability of a claim or counterclaim no later than the filing of the answering statement to the claim or counterclaim that gives rise to the objection. The arbitrator may rule on such objections as a preliminary matter or as part of the final award.